

Independent Citizen's Oversight Committee

Resolution 2005-01

**RESOLUTION OF THE INDEPENDENT CITIZEN'S OVERSIGHT
COMMITTEE
DELEGATING AUTHORITY TO CHAIRPERSON TO ACT AS
INTERIM PRESIDENT WITH SPECIFICALLY DELINEATED
ADMINISTRATIVE POWERS**

WHEREAS, Article XXXV, Section 1 of the California Constitution establishes the California Institute for Regenerative Medicine (institute); and

WHEREAS, Health and Safety (H&S) Code section 125290.15 creates the Independent Citizen's Oversight Committee (ICOC) to govern the institute, and vests the ICOC with full power, authority, and jurisdiction over the institute; and

WHEREAS, H&S Code section 125290.40(a) mandates the ICOC to oversee the operations of the institute; and

WHEREAS, H&S Code section 125290.40(h) mandates the ICOC to perform all other acts necessary or appropriate in the exercise of its power, authority, and jurisdiction over the institute; and

WHEREAS, H&S Code section 125290.45(a)(3) and (4) authorize the institute to enter into any contracts or obligations which are authorized or permitted by law and to enter into contracts for legal services; and

WHEREAS, H&S Code section 125290.45(b)(1) mandates the ICOC to select a chairperson, vice chairperson and president who shall exercise all the powers delegated to them by the ICOC; and

WHEREAS, given that one of the institute's purposes, as stated in section 2 of Article XXXV of the California Constitution, is that the institute make grants and loans for stem cell research, for research facilities, and for other vital research opportunities to realize therapies, protocols, and/or medical procedures that will result in, *as speedily as possible*, the cure for, and/or substantial mitigation of, major diseases, injuries, and orphan diseases; and

WHEREAS, specific time limits and due dates mandated in H&S Code sections make it clear that the voters of the State California, in approving Proposition 71, intended that the substantive work of the institute begin as quickly as possible and that such substantive work should not be postponed due to unnecessary administrative delays; and

WHEREAS, pursuant to H&S Code section 125290.45(b)(1)(B) the president of the institute is vested with the responsibility of hiring, directing, and managing the staff of the institute and directing ICOC staff; and

WHEREAS, the ICOC will forthwith commence a search for president of the institute; and

WHEREAS, in order to begin the substantive work of the institute at the earliest possible date and to meet statutory time lines and due dates; and

WHEREAS, in order to carry out the responsibilities and administrative duties of the institute pending selection of a president, numerous routine agreements and documents must be executed, and other administrative actions taken, for and behalf of the institute, including entering into contracts for technical, professional, and administrative services, hiring interim administrative support staff and permanent staff for the Office of Chairman and Vice-Chairman to assist the Chairman and Vice-Chairman in carrying out the functions for which they are responsible under Proposition 71, making expenditures for services and equipment to carry out the institute's programs, and preparing office space for the staff; and

WHEREAS, for the orderly and efficient administration of the institute and so as to enable the institute to commence its basic administrative, day-to-day operations pending the selection of a president, it is desirable that the ICOC delegate authority to the chairperson to act as interim president with specific powers limited to those delineated below;

NOW, THEREFORE, BE IT RESOLVED the ICOC, acting pursuant to H&S Code sections 125290.40 (a), 125290.40(h) and 125290.45(a)(3) and (4), and pending selection of a president of the institute, hereby delegates to the chairperson the authority to act as interim president of the institute for a period not to exceed 120 days from the date of adoption of this resolution or until selection of a president, whichever is sooner, with the following limited administrative powers and responsibilities as necessary or appropriate for the operations of the institute:

1. Undertake administrative actions including, but not limited to, noticing ICOC meetings, hiring and managing interim administrative support staff for the institute and institute staff assigned to the Chairman and Vice-Chairman, meeting with other agency officials and interest groups, applying for institute credit cards for necessary operational expenses, and implementing the policies of the ICOC and institute;
2. Negotiate and execute documents on behalf of the institute;
3. Negotiate, enter into and amend all contracts for technical, professional, and administrative services needed to begin day-to-day operations of the institute. However, this delegation shall not authorize the chairperson acting as interim president to enter into

or amend any contract for more than \$100,000 without prior approval by a majority vote of a quorum of the ICOC taken at a duly noticed public meeting;

4. Make administrative expenditures for equipment and services necessary or appropriate to the operation of the institute up to a total of \$100,000 per item without prior approval by a majority vote of a quorum of the ICOC taken at a duly noticed public meeting;

5. Hire, or enter into an inter-agency agreement to obtain, interim technical, professional, and administrative support staff who shall be subject to approval of the president pending his/her selection (and whose contracts shall so provide), and delegate tasks and functions to such interim administrative support staff as appropriate;

6. Respond to Public Records Act requests;

7. Upon request, disburse to ICOC members a per diem of one hundred dollars per day for each day actually spent in the discharge of the member's duties;

8. Reimburse ICOC members and institute staff for reasonable and necessary travel expenses incurred in the performance of their duties;

9. Enter into an agreement with the Attorney General's Office to provide legal services, and retain such other specialized counsel as necessary; and

10. Seek reimbursement by the Controller of the interim loan appropriation of H & S Code section 125290.70(b) for the purposes above.

11. Undertake, on an interim basis, the responsibility under H & S 125290.45(b)(1)(b)) to recruit the highest scientific and medical talent in the United States to serve the institute on its working groups.

12. Authorize committees established by the ICOC to expend funds as necessary and consistent with paragraphs 3 and 4 to fulfill the committees' missions, including but not limited to, reimbursing any public members of the committees for expenses incurred as a result of their service on the committees and retaining an executive search firm.

IT IS FURTHER RESOLVED THAT the ICOC hereby confers signature authority to the chairperson and his/her designees, during the period the chairperson is acting as interim president, for the purpose of executing all contracts and other legal documents specified above on behalf of the institute.

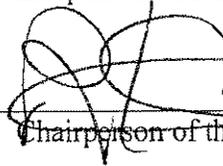
IT IS FURTHER RESOLVED THAT this delegation of authority, approved by the ICOC, upon signature by the chairperson of the ICOC, is effective as of January 6, 2005, and shall remain in full force and effect for the period specified herein or until otherwise modified or revoked by the ICOC.

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CERTIFICATION

The chairperson of the ICOC does hereby certify that the foregoing is a full, true, and correct copy of a resolution duly and regularly adopted at a meeting of the Independent Citizens' Oversight Committee on January 6, 2005.

Date of vote: 1/06/05



Chairperson of the ICOC

Executed: 8/24/06